

EXHIBIT 3

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

TK HOLDINGS INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 17-11375 (BLS)

Jointly Administered

Re: Docket No. 3489

**ORDER GRANTING MOTION OF JOSEPH J. FARNAN, JR., AS TRUSTEE OF THE
REORGANIZED TK HOLDINGS TRUST, PURSUANT TO FED. R. BANKR. P. 9019,
FOR APPROVAL OF SETTLEMENT AGREEMENTS AMONG INDIRECT
PURCHASER PLAINTIFFS RESOLVING
PROOF OF CLAIM NUMBERS 279, 3558, AND 3611**

Upon the motion (the "Motion")² of Joseph J. Farnan, Jr., in his capacity as trustee (the "Trustee") of the Reorganized TK Holdings Trust (as defined in the *Amended and Restated Trust Agreement*) (the "Trust") in the chapter 11 cases of the above-captioned debtors (collectively, the "Debtors"), for entry of an order (this "Order") pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure approving three related settlement agreements (collectively, the "Agreements") each of which is attached as Exhibits A, B, and C to the Morris Declaration, as entered into between the Trustee on the one hand and the Truck and Equipment Plaintiffs, the Automobile Dealership Plaintiffs, and the End-Payor Plaintiffs, respectively, on the other hand (collectively, the "Parties"); and the Court having reviewed the Motion and the Agreements; and the Court having found that (a) the Court has jurisdiction over this matter

¹ The Debtors in these chapter 11 cases (collectively, the "Debtors"), along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Takata Americas (9766); TK Finance, LLC (2753); TK China, LLC (1312); TK Holdings Inc. (3416); Takata Protection Systems Inc. (3881); Interiors in Flight Inc. (4046); TK Mexico Inc. (8331); TK Mexico LLC (9029); TK Holdings de Mexico S. de R.L. de C.V. (N/A); Industrias Irvin de Mexico, S.A. de C.V. (N/A); Takata de Mexico, S.A. de C.V. (N/A); and Strosshe-Mex, S. de R.L. de C.V. (N/A). Except as otherwise set forth herein, the Debtors' international affiliates and subsidiaries are not debtors in these chapter 11 cases. The location of the Debtors' corporate headquarters is 2500 Takata Drive, Auburn Hills, Michigan 48326.


² Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012, and the Court may enter a final order consistent with Article III of the United States Constitution, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409, and (c) notice of the Motion and hearing was sufficient under the circumstances; and it appearing that the relief requested in the Motion is in the best interests of the Trust, the Debtors' estates, creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The terms of the Agreements attached to the Morris Declaration as Exhibits A, B, and C are APPROVED in their entirety pursuant to Bankruptcy Rule 9019.
3. Notwithstanding any provisions to the contrary in the Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. The Parties are hereby authorized to take such additional actions or execute such additional documents as are necessary or appropriate to implement the terms of the Agreements.

5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, enforcement or interpretation of this Order and the Agreements.

Dated: December 13, 2018


The Honorable Brendan L. Shannon
United States Bankruptcy Judge